

# **EXHIBIT R (EXCERPT)**

DEF 14A 1 ddef14a.htm DEFINITIVE NOTICE &amp; PROXY STATEMENT

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934**

Filed by the Registrant ☒Filed by a Party other than the Registrant ☐

Check the appropriate box:

- |  |  |
|--|--|
| <input type="checkbox"/> Preliminary Proxy Statement<br><input checked="" type="checkbox"/> Definitive Proxy Statement<br><input type="checkbox"/> Definitive Additional Materials<br><input type="checkbox"/> Soliciting Material Pursuant to §240.14a-12 | <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
|--|--|

**Tyson Foods, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

[Table of Contents](#)**ELECTION OF DIRECTORS**

The number of directors that will serve on the Company's Board for the ensuing year is currently set at eight but may be changed from time to time in the manner provided in the Company's by-laws. Directors are elected for a term of one year or until their successors are duly elected and qualified.

Set forth below is biographical information for each nominee chosen by the Board to stand for election at the Annual Meeting. The slate consists of five independent directors and three inside directors. Each of the nominees is currently serving as a director of the Company and was elected at the 2010 Annual Meeting of Shareholders ("2010 Annual Meeting"). The Board recommends that each nominee be elected at the Annual Meeting.

**Don Tyson**

Don Tyson, 80, served as Senior Chairman of the Board from 1995 to 2001 when he retired and became a consultant to the Company. Mr. Tyson has been a member of the Board since 1952. Mr. Tyson's leadership experience with the Company, spanning almost six decades, as well as his in-depth knowledge of the Company's business, its history and the protein and food processing industries, are invaluable to the Company. Mr. Tyson, as both the sole beneficiary and investment trustee of the Tyson 2009 Family Trust and the managing general partner of the TLP, the Company's controlling shareholder, has a substantial personal interest in the Company and its success. The Board believes that Mr. Tyson's tenure with and understanding of the Company, combined with the fact that his interests in the Company align with the Company's shareholder base, qualify him to serve on the Board.

**John Tyson**

John Tyson, 57, is Chairman of the Board and has served in this capacity since 1998. Beginning in September 2007, Mr. Tyson, while continuing to serve as Chairman, discontinued serving the Company in an executive officer capacity and now provides advisory services to the Company. Mr. Tyson served as Chairman and Chief Executive Officer from 2001 until 2006 and has been a member of the Board since 1984. Mr. Tyson has devoted his professional career to the Company and brings extensive understanding of the Company, its operations and the protein and food processing industries to the Board. Through his leadership experience gained as a recent Chief Executive Officer of the Company, Mr. Tyson provides the Board with critical insight into the Company's business. In addition, Mr. Tyson, through his association with the TLP, has a substantial personal interest in the Company. The Board believes that Mr. Tyson's leadership experience and knowledge of the Company acquired through his years of service to the Company and his personal stake in its success qualify him to serve on the Board.

**Jim Kever**

Jim Kever, 58, is the founding partner of Voyent Partners, LLC, an investment partnership founded in 2001. Mr. Kever is also a director of 3D Systems Corporation, Luminex Corporation and Emdeon Corporation. He has also served as a director of ACI Worldwide, Inc. Mr. Kever has been a member of the Board since 1999. Mr. Kever has extensive knowledge of capital markets and corporate finance and qualifies as an "audit committee financial expert" within the meaning of the regulations of the SEC. His experience as the director of various companies across a diverse range of industries provides him a unique perspective of, and the ability to understand and address, the challenges and issues facing the Company. The Board believes that his professional experience, financial expertise and service on the boards of other public companies qualify him to serve on the Board.